



THE UNITED STATES
CORPORATION
COMPANY

P960000 96232

ACCOUNT NO. : 072100000032

REFERENCE : 224445 81367A

AUTHORIZATION

Patricia Pijet

COST LIMIT : \$ 35.00

ORDER DATE : January 16, 1997

ORDER TIME : 10:42 AM

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ORDER NO. : 224445-005

CUSTOMER NO: 81367A

CUSTOMER: Eugene M. Kennedy, Esq
Eugene Kennedy, P.a.

517 Southwest First Avenue
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: VANDERTEL CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

NCg AM CFP-17

97 JAN 16 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
VANDERTEL CORP.**

The undersigned director of VanderTel Corp. (the "Corporation"), hereby certifies that on December 31, 1996, following a special meeting of the Company's Shareholders and Directors, a Resolution for amendment of the Articles of Incorporation was adopted and approved by a majority of the Shareholders, as follows:

ARTICLE I, of the corporation is hereby deleted and shall no longer be in force and effect and in its place instead the following is inserted:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be "ACIETEL, N.A., INC."

ARTICLE II is hereby deleted and shall no longer be in force and effect; and in its place instead the following is inserted:

ARTICLE II - NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida or any other state, country, territory or nation.

And, in general, to carry on any other business or activity whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

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TALLAHASSEE, FLORIDA

And, further, to borrow or raise money for any purposes of the Company, and to secure the same interest, or for other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this Company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgage, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III is hereby deleted and shall no longer be in force and effect; and in its place instead the following is inserted:

ARTICLE III - CAPITAL STOCK

(i) The maximum number of shares of stock that this corporation is authorized to issue and have outstanding any one time is 10,000,000 shares of common stock, each share having the par value of \$.001.

(ii) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

IN ADDITION, the following Articles shall be added:

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have a minimum of three directors. The number of directors may be increased from time to time by amendment of the Bylaws.

ARTICLE VIII - LIABILITY AND INDEMNIFICATION

(I) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to produce a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by seventy-five percent (75%) vote of disinterested

directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in the section.

(II) The Corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

(III) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(IV) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(V) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment, of the litigation or threatened litigation.

(VI) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and Secretary of this Corporation have executed this Amendment to the Articles Of Incorporation of VanderTel Corp. this 14th day of January, 1997.

P.C. CUBE CORPORATION

BY: 
Glenn Shaffren, Chairman of the Board

BY: E. M. Kennedy
Eugene M. Kennedy, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

On this 14 day of January, 1997, before me the undersigned officer duly authorized to take acknowledgments personally appeared Glenn Shaffren, Chairman of the Board of Directors of VanderTel Corp. who, [☒] is personally known to me, or [] did produce _____ as identification and Eugene M. Kennedy, Secretary of VanderTel Corp. Who, [☒] is personally known to me, or [] did produce _____ as identification and that they, as such director and officer, respectively, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such officer and director of the Corporation and they did not take an oath.

SWORN TO AND SUBSCRIBED before me on this 14th day of January, 1997.

Maui M. Ally
Notary Public
MAVIS M. ALLY
(Print Name)

My Commission Expires:

